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Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning 07/01, 2011, and ending 06/30, 2012. See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

Check box if address changed

Name of organization (Check box if name changed and see instructions)

D Employer identification number
(Employees' trust, see instructions)

MITZI & WARREN EISENBERG FAMILY FOUNDATION, INC.

52-1798583

B Exempt under section

Print or Type

Number, street, and room or suite no. If a P O box, see instructions

E Unrelated business activity codes
(See instructions)

501(C)(3)
 408(e) 220(e)
 408A 530(a)
 529(a)

C/O ROCKDALE CAPITAL- 650 LIBERTY AVE.

City or town, state, and ZIP code

525990

C Book value of all assets at end of year

UNION, NJ 07083

F Group exemption number (See instructions) ▶

69,643,281.

G Check organization type ▶ 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity ▶ INVESTMENTS IN PASS-THROUGH ENTITIES

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No

If "Yes," enter the name and identifying number of the parent corporation ▶

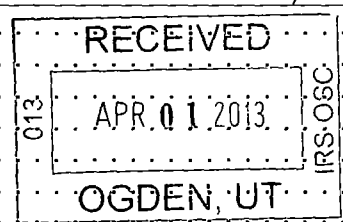
J The books are in care of ▶ WARREN EISENBERG Telephone number ▶ 908-688-4815

Part I Unrelated Trade or Business Income

	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances			
c Balance ▶ 1 c			
2 Cost of goods sold (Schedule A, line 7)			
3 Gross profit Subtract line 2 from line 1c			
4 a Capital gain net income (attach Schedule D)			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c Capital loss deduction for trusts			
5 Income (loss) from partnerships and S corporations (attach statement)	-1,042.	ATCH 1	-1,042.
6 Rent income (Schedule C)			
7 Unrelated debt-financed income (Schedule E)			
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10 Exploited exempt activity income (Schedule I)			
11 Advertising income (Schedule J)			
12 Other income (See instructions, attach schedule)			
13 Total. Combine lines 3 through 12	-1,042.		-1,042.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions) (Except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)			
15 Salaries and wages			
16 Repairs and maintenance			
17 Bad debts			
18 Interest (attach schedule)			
19 Taxes and licenses			
20 Charitable contributions (See instructions for limitation rules)			
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b
23 Depletion			
24 Contributions to deferred compensation plans			
25 Employee benefit programs			
26 Excess exempt expenses (Schedule I)			
27 Excess readership costs (Schedule J)			
28 Other deductions (attach schedule)			
29 Total deductions. Add lines 14 through 28			
30 Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13			-1,042.
31 Net operating loss deduction (limited to the amount on line 30)			
32 Unrelated business taxable income before specific deduction Subtract line 31 from line 30			-1,042.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)			1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			-1,042.



ENVELOPE POSTMARK DATE MAR 27 2013

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Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation Controlled group members (sections 1561 and 1563) check here
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
b Enter organization's share of (1) Additional 5% tax (not more than \$11,750)
c Income tax on the amount on line 34
36 Trusts Taxable at Trust Rates. See instructions for tax computation Income tax on the amount on line 34 from
37 Proxy tax. See instructions
38 Alternative minimum tax
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116)
b Other credits (see instructions)
c General business credit Attach Form 3800 (see instructions)
d Credit for prior year minimum tax (attach Form 8801 or 8827)
e Total credits Add lines 40a through 40d
41 Subtract line 40e from line 39
42 Other taxes Check if from Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule)
43 Total tax. Add lines 41 and 42
44a Payments A 2010 overpayment credited to 2011
b 2011 estimated tax payments
c Tax deposited with Form 8868
d Foreign organizations Tax paid or withheld at source (see instructions)
e Backup withholding (see instructions)
f Credit for small employer health insurance premiums (Attach Form 8941)
g Other credits and payments
45 Total payments. Add lines 44a through 44g
46 Estimated tax penalty (see instructions) Check if Form 2220 is attached
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid
49 Enter the amount of line 48 you want Credited to 2012 estimated tax

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file
3 Enter the amount of tax-exempt interest received or accrued during the tax year

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year
2 Purchases
3 Cost of labor
4a Additional section 263A costs (attach schedule)
b Other costs (attach schedule)
5 Total Add lines 1 through 4b
6 Inventory at end of year
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2.
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer, Date 3/14/13, Title President. May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only: Print/Type preparer's name David Eisig, CPA; Preparer's signature; Date 3/13; Check if self-employed; PTIN P00537048; Firm's name DAVID EISIG, CPA; Firm's EIN 20-2375711; Firm's address 99 WEST HAWTHORNE AVE., SUITE 400 VALLEY STREAM, NY 11580; Phone no 516-593-7700

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

- (1)
(2)
(3)
(4)

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, 3(a) Deductions directly connected with the income.

(c) Total income. Add totals of columns 2(a) and 2(b) Enter here and on page 1, Part I, line 6, column (A)

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions.

Totals

Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income, 4. Total of specified payments made, 5. Part of column 4 that is included in the controlling organization's gross income, 6. Deductions directly connected with income.

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income, 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income.

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶		Enter here and on page 1, Part I, line 9, column (A)		Enter here and on page 1, Part I, line 9, column (B)

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals ▶		Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)			Enter here and on page 1, Part II, line 26

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1. Name of periodical	2. Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6. Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	Enter here and on page 1, Part I, line 11, col (A)	Enter here and on page 1, Part I line 11, col (B)				Enter here and on page 1, Part II, line 27
Totals, Part II (lines 1-5) . . . ▶						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3 Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14, ▶			

ATTACHMENT 1FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

TIFF PARTNERS II, LLC	-8,374.
GOLDMAN SACHS PEP 200	6,993.
LONE JUNIPER, LP	-1,593.
TIFF PARTNERS IV, LLC	2,921.
TIFF PARTNERS V	3,784.
ARCLIGHT ENERGY PARTNERS	10,443.
NEW CENTURY HOLDINGS XI, LP	-1,086.
CERBERUS INSTITUTIONAL	-122.
MURRAY HILL PROPERTIES	-14,008.
INCOME (LOSS) FROM PARTNERSHIPS	<u>-1,042.</u>

**SCHEDULE D
(Form 1120)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND, 1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.

▶ See separate instructions.

OMB No 1545-0123

2011

Name **MITZI & WARREN EISENBERG FAMILY FOUNDATION, INC.**

Employer identification number
52-1798583

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares of Z Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) (Subtract (e) from (d))
1 ATTACHMENT 1			-3,234.		-3,234.
2 Short-term capital gain from installment sales from Form 6252, line 26 or 37					2
3 Short-term gain or (loss) from like-kind exchanges from Form 8824					3
4 Unused capital loss carryover (attach computation)					4 ()
5 Net short-term capital gain or (loss) Combine lines 1 through 4					5 -3,234.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6 ATTACHMENT 2			-15,047.		-15,047.
7 Enter gain from Form 4797, line 7 or 9					7
8 Long-term capital gain from installment sales from Form 6252, line 26 or 37					8
9 Long-term gain or (loss) from like-kind exchanges from Form 8824					9
10 Capital gain distributions (see instructions)					10
11 Net long-term capital gain or (loss) Combine lines 6 through 10					11 -15,047.

Part III Summary of Parts I and II

12 Enter excess of net short-term capital gain (line 5) over net long-term capital loss (line 11)		12
13 Net capital gain Enter excess of net long-term capital gain (line 11) over net short-term capital loss (line 5)		13
14 Add lines 12 and 13 Enter here and on Form 1120, page 1, line 8, or the proper line on other returns		14

Note If losses exceed gains, see **Capital losses** in the instructions

For Paperwork Reduction Act Notice, see the Instructions for Form 1120

Schedule D (Form 1120) (2011)

MITZI & WARREN EISENBERG FAMILY FOUNDATION,
Schedule D Detail of Long-term Capital Gains and Losses

52-1798583
ATTACHMENT 2

Description	Date		Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
	Acquired	Sold			
FROM LONE JUNIPER	VARIOUS	VARIOUS	13,394.		13,394.
FROM TIFF IV	VARIOUS	VARIOUS	28.		28.
FROM TIFF V	VARIOUS	VARIOUS	8,391.		8,391.
FROM ARCLIGHT ENERGY PARTNERS	VARIOUS	VARIOUS	2,331.		2,331.
FROM MURRAY HILL	VARIOUS	VARIOUS	-39,191.		-39,191.
Totals			-15,047.		-15,047.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870 Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers) partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

Name of exempt organization or other filer, see instructions

MITZI & WARREN EISENBERG FAMILY FOUNDATION, INC.

Employer identification number (EIN) or

52-1798583

File by the due date for filing your return. See instructions

Number, street, and room or suite no. If a P.O. box, see instructions

C/O ROCKDALE CAPITAL- 650 LIBERTY AVE.

Social security number (SSN)

City, town, or post office, state, and ZIP code. For a foreign address, see instructions

UNION, NJ 07083

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WARREN EISENBERG

Telephone No ▶ 908 688-4815

FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ calendar year 20____ or

▶ tax year beginning 07/01, 2011, and ending 06/30, 2012

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	30,370.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	30,370.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions